

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

COMMERCE AND INDUSTRY INSURANCE
COMPANY and AMERICAN INTERNATIONAL
SPECIALTY LINES INSURANCE COMPANY,

Plaintiffs,

-against-

U.S. BANK NATIONAL ASSOCIATION, AS
INDENTURE TRUSTEE FOR THE REGISTERED
HOLDERS OF FMAC LOAN RECEIVABLES
TRUSTS 1997-B, 1998-B, 1998-C, 1998-D AND
2000-A,

Defendant.

Civil Action No. 1:07-CV-5731
(JGK)(RLE)

(Oral Argument Requested)

NOTICE OF MOTION

PLEASE TAKE NOTICE, that upon the accompanying memorandum of law, the Declaration of Lara E. Romansic, Esq., dated November 19, 2007, and the Exhibits annexed thereto, and upon all prior pleadings and proceedings herein, plaintiffs/counterclaim defendants Commerce and Industry Insurance Company ("C&I") and American International Specialty Lines Insurance Company ("AISLIC") (collectively, "Insurers"), by its counsel, Steptoe & Johnson LLP, will move this Court before the Honorable John G. Koeltl, United States District Judge, United States Courthouse for the Southern District of New York, 500 Pearl Street, New York, New York, on December 13, 2007, at 9:00 a.m., or as soon thereafter as counsel may be heard, to dismiss Count II and the associated requests for relief found in the Counterclaim filed by defendant/counterclaim plaintiff, U.S. Bank National Association, as Indenture Trustee for the Registered Holders of FMAC Loan Receivables Trusts 1997-B, 1998-B, 1998-C, 1998-D and 2000-A ("U.S. Bank"), pursuant to Rule 12(b)(6) of the Federal Rules of Civil Procedure; together with such other and further relief as the Court deems just and proper.

Dated: New York, New York
November 19, 2007

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